

# Union Pacific Corporation



RECORDATION NO. 10218 C  
FILED 1425

DEC 13 1989 - 11 25 AM

Jack E. Jerrett  
Senior Corporate Attorney

December 11, 1989 INTERSTATE COMMERCE COMMISSION

## AIRBORNE EXPRESS

9-347A005

Hon. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Union Pacific Equipment Trust No. 3 of 1979;  
Agreement dated as of February 1, 1979

Dear Ms. McGee:

Enclosed please find an original and two counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of December 5, 1989, by Citibank, N.A., as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 10218.

I have enclosed a fee of \$15. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Sincerely,

*Jack E. Jerrett*

JEJ:ccm  
Enclosures  
cc: Edwin A. Willis  
Robert E. Bartos

DEC 13 11 25 AM '89

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/15/89

OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower  
Eighth & Eaton Avenues  
Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/13/89 at 11:25am, and assigned recordation number(s). 9840-D & 10218-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

BILL OF SALE  
AND  
DECLARATION OF PAYMENT

RECORDATION NO. 10218-C  
DEC 13 1989 -11 25 AM  
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of February 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on March 23, 1979 and assigned Recordation No. 10218; a First Supplemental Agreement, dated as of April 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on May 16, 1980 and assigned Recordation No. 10218-A; and a Second Supplemental Agreement, dated as of August 1, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on August 20, 1982 and assigned Recordation No. 10218-B (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$15,400,000 aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1979 Equipment Trust Certificates; and

WHEREAS, on November 1, 1989, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 5<sup>th</sup> day of DECEMBER, 1989.

CITIBANK, N. A.,  
As Trustee

By: [Signature]

VICE PRESIDENT

Attest:

[Signature: Pam C. Rebecchi]

TRUST OFFICER

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this 5<sup>th</sup> day of DECEMBER, 1989, before me personally appeared R. Defelice, to me personally known, who being by me duly sworn, said that he is a VICE PRESIDENT of Citibank, N.A., the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

[Signature: Nancy H. Forte]  
Notary Public

NANCY H. FORTE  
Notary Public, State of New York  
No. 41-4002389  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Aug. 3, 1991

UNION PACIFIC EQUIPMENT TRUST NO. 3 OF 1979  
Dated February 1, 1979  
Description of Equipment as of September 30, 1989

GONDOLA CARS

UP034100 - UP034118	Inclusive
UP034120 - UP034121	Inclusive
UP034123 - UP034127	Inclusive
UP034130 - UP034140	Inclusive
UP034142 - UP034149	Inclusive
UP034151 - UP034152	Inclusive
UP034154 - UP034160	Inclusive
UP034162 - UP034167	Inclusive
UP034169 - UP034170	Inclusive
UP034172 - UP034176	Inclusive
UP034179 - UP034183	Inclusive
UP034185 - UP034199	Inclusive

OPEN HOPPER CARS

UP040780 - UP040791	Inclusive
UP040793 - UP040809	Inclusive
UP040811 - UP040851	Inclusive
UP040853 - UP040893	Inclusive
UP040895 - UP040911	Inclusive
UP040913 - UP040926	Inclusive
UP040928 - UP040937	Inclusive
UP040939 - UP040947	Inclusive
UP040949 - UP040971	Inclusive
UP040973 - UP040994	Inclusive
UP040996 - UP041002	Inclusive
UP041004 - UP041006	Inclusive
UP041008 - UP041019	Inclusive
UP041021 - UP041039	Inclusive
UP041041	
UP041043 - UP041053	Inclusive
UP041055 - UP041102	Inclusive

UNION PACIFIC EQUIPMENT TRUST NO. 3 OF 1979  
Dated February 1, 1979  
Description of Equipment as of September 30, 1989  
Page 2

OPEN HOPPER CARS (Continued)

UP041104  
UP041106 - UP041116 Inclusive  
UP041118 - UP041145 Inclusive  
UP041147 - UP041201 Inclusive  
UP041203 - UP041248 Inclusive  
UP041250 - UP041252 Inclusive  
UP041254 - UP041290 Inclusive  
UP041292 - UP041293 Inclusive  
UP041295 - UP041299 Inclusive  
UP044501 - UP044527 Inclusive  
UP044529 - UP044538 Inclusive  
UP044540 - UP044544 Inclusive  
UP044546 - UP044548 Inclusive  
UP044550 - UP044553 Inclusive  
UP044555 - UP044557 Inclusive  
UP044559 - UP044573 Inclusive  
UP044575 - UP044576 Inclusive  
UP044578  
UP044580 - UP044582 Inclusive  
UP044584 - UP044602 Inclusive  
UP044604 - UP044613 Inclusive  
UP044615 - UP044641 Inclusive  
UP044643 - UP044644 Inclusive  
UP044646 - UP044647 Inclusive  
UP044649 - UP044650 Inclusive  
UP044653  
UP044655 - UP044656 Inclusive  
UP044659 - UP044662 Inclusive  
UP044664 - UP044670 Inclusive  
UP044672  
UP044674 - UP044678 Inclusive  
UP044680 - UP044681 Inclusive  
UP044683 - UP044699 Inclusive